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BellSouth Telecommunications, Inc  
333 Commerce Street  
Suite 2101  
Nashville, TN 37201-3300

guy.hicks@bellsouth.com

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T.R.A. DOCKET ROOM

Guy M. Hicks  
General Counsel

615 214 6301  
Fax 615 214 7406

May 5, 2005

**VIA HAND DELIVERY**

Hon. Pat Miller  
Chairman  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, Tennessee 37243-0505

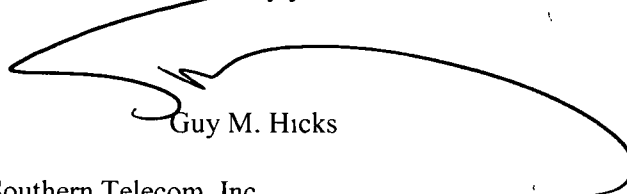
Re *Approval of the Amendment to the Resale Agreement Negotiated by BellSouth Telecommunications, Inc. and AllSouth Phone Connect, Inc. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*  
Docket No. 05-00135

Dear Chairman Miller:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, AllSouth Phone Connect, Inc. and BellSouth Telecommunications, Inc. are hereby submitting to the Tennessee Regulatory Authority the original and fourteen copies of the attached Petition for Approval of the Amendment to the Resale Agreement. The Amendment adds Adoption language to the Agreement.

Thank you for your attention to this matter.

Sincerely yours,



Guy M. Hicks

cc: Contracts Administrator, Southern Telecom, Inc.  
General Counsel, Southern Telecom, Inc.

BEFORE THE TENNESSEE REGULATORY AUTHORITY  
Nashville, Tennessee

In re: *Approval of Amendment to the Resale Agreement Negotiated by BellSouth Telecommunications, Inc and AllSouth Phone Connect, Inc Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

Docket No. \_\_\_\_\_

**PETITION FOR APPROVAL OF AMENDMENT TO**  
**THE RESALE AGREEMENT NEGOTIATED BETWEEN**  
**BELLSOUTH TELECOMMUNICATIONS, INC.**  
**AND ALLSOUTH PHONE CONNECT, INC.**  
**PURSUANT TO THE**  
**TELECOMMUNICATIONS ACT OF 1996**

COME NOW, AllSouth Phone Connect, Inc. ("AllSouth") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Resale Agreement dated July 1, 2004 (the "Amendment") negotiated between the two companies pursuant to Sections 251 and 252 of the Telecommunications Act of 1996, (the "Act"). In support of their request, AllSouth and BellSouth state the following:

1. AllSouth and BellSouth have successfully negotiated an agreement providing for the resale of BellSouth's telecommunications services to AllSouth. The Resale Agreement was approved by the Tennessee Regulatory Authority ("TRA") on August 30, 2004.
2. The parties have recently negotiated an amendment to the Resale Agreement which adds Adoption language to the Agreement. A copy of the Amendment is attached hereto and incorporated herein by reference.
3. Pursuant to Section 252(e) of the Telecommunications Act of 1996, AllSouth and BellSouth are submitting their Amendment to the TRA for its consideration and approval.
4. In accordance with Section 252(e) of the Act, the TRA is charged with approving or rejecting the negotiated Amendment between AllSouth and BellSouth within 90 days of its

submission. The Act provides that the TRA may only reject such an agreement if it finds that the agreement or any portion of the agreement discriminates against a telecommunications carrier not a party to the agreement or the implementation of the agreement or any portion of the agreement is not consistent with the public interest, convenience and necessity

5 AllSouth and BellSouth aver that the Amendment is consistent with the standards for approval.

AllSouth and BellSouth respectfully request that the TRA approve the Amendment negotiated between the parties.

This 5<sup>th</sup> day of May, 2005.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

By: 

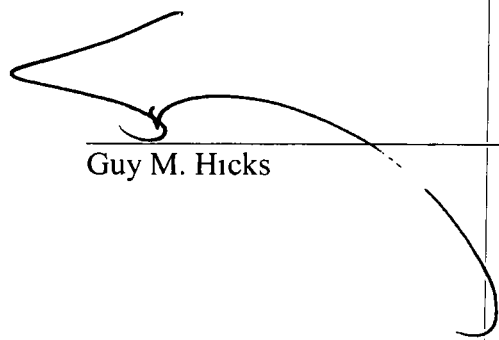
Guy M. Hicks  
333 Commerce Street, Suite 2101  
Nashville, Tennessee 37201-3300  
(615) 214-6301  
Attorney for BellSouth

**CERTIFICATE OF SERVICE**

I, Guy M. Hicks, hereby certify that I have served a copy of the foregoing Petition for Approval of the Amendment to the Resale Agreement on the following via United States Mail on the 5<sup>th</sup> day of May, 2005.

Southern Telecom, Inc.  
Attn: Contracts Administrator  
Suite 700  
3003 Summit Building  
Atlanta, GA 30319-1468

Southern Telecom, Inc.  
Attn: General Counsel  
Suite 700  
3003 Summit Building  
Atlanta, GA 30319-1468



Guy M. Hicks

**Amendment  
To The  
Resale Agreement Between  
BellSouth Telecommunications, Inc.  
AllSouth Phone Connect, Inc  
Dated July 1, 2004**

Pursuant to this Amendment, (the "Amendment"), AllSouth Phone Connect, Inc (AllSouth Phone), and BellSouth Telecommunications, Inc ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Resale Agreement between the Parties dated July 1, 2004 ("Agreement") to be effective 30 (thirty) days after the date of the last signature executing the Amendment ("Effective Date")

WHEREAS, BellSouth and AllSouth Phone entered into the Agreement on July 1, 2004, and,

WHEREAS, BellSouth and AllSouth Phone are amending the Adoption of Agreements provision of the Agreement pursuant to the FCC's Second Report and Order, WC Docket No 01-338, issued on July 13, 2004,

NOW THEREFORE, in consideration of the mutual promises and covenants contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows

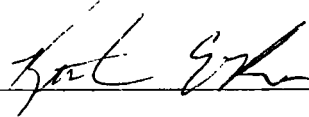
- 1 The Parties agree to delete Section 12 of the General Terms and Conditions and replace it with the following

12 Pursuant to 47 USC § 252(i) and 47 C.F.R. § 51.809, BellSouth shall make available to AllSouth Phone any entire resale agreement filed and approved pursuant to 47 USC § 252. The adopted agreement shall apply to the same states as the agreement that was adopted, and the term of the adopted agreement shall expire on the same date as set forth in the agreement that was adopted

- 2 All of the other provisions of the Resale Agreement, dated July 1, 2004, shall remain in full force and effect
- 3 Either or both of the Parties is authorized to submit this Amendment to each Public Service Commission for approval subject to Section 252(c) of the Federal Telecommunications Act of 1996

IN WITNESS WHEREOF, the Parties have executed this Amendment the day and year written below

**BellSouth Telecommunications, Inc.**

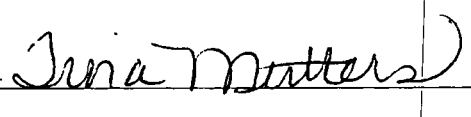
By 

Name Kristen Rowe

Title Director

Date 4/22/05

**AllSouth Phone Connect, Inc.**

By 

Name Gary Frazier

Title Owner

Date 4-15-05